

Menard Chrystal  
Form 4  
March 13, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Menard Chrystal

2. Issuer Name and Ticker or Trading Symbol  
CERUS CORP [CERS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O CERUS CORPORATION, 2550 STANWELL DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
03/10/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Legal Officer

(Street)  
CONCORD, CA 94520

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/10/2018		M		5,701 A <u>(1)</u> 13,055 <u>(2)</u>	D	
Common Stock	03/12/2018		S		1,960 <u>(3)</u> D \$ 4.8014 <u>(4)</u> 11,095	D	
Common Stock	03/12/2018		M		7,500 A <u>(1)</u> 28,278	D	
Common Stock	03/13/2018		S		2,650 <u>(3)</u> D \$ 5.05 25,628	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Unit	<u>(1)</u>	03/10/2018		M	5,701	<u>(5)</u>	<u>(5)</u>	Common Stock	5,701
Restricted Stock Unit	<u>(1)</u>	03/12/2018		M	7,500	<u>(7)</u>	<u>(7)</u>	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Menard Chrystal C/O CERUS CORPORATION 2550 STANWELL DRIVE CONCORD, CA 94520			Chief Legal Officer	

## Signatures

Chrystal Menard                      03/13/2018  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one (1) share of Cerus Common Stock.
- (2) Includes 3711 shares, 201 shares, 3003 shares, and 2768 shares purchased under Issuer's Employee Stock Purchase Plan on 8/31/16, 2/28/17, 8/31/17, and 2/28/18, respectively.
- (3) Represents the number of shares required to be sold to cover the statutory tax withholding obligations and corresponding brokerage fee in connection with the vesting of the restricted stock units listed in Table II. This sale is mandated by the election to satisfy the minimum

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statutory tax withholding obligations through a "sell to cover" transaction and does not represent a discretionary sale by the reporting person.

The reported price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.80 to \$4.9501 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the aforementioned range set forth.

(5) The restricted stock unit vests in three equal annual installments beginning on March 10, 2017.

(6) Not applicable.

(7) The restricted stock unit vests in three equal annual installments beginning on March 12, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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